

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re: CIRCUIT CITY STORES, INC., <u>et al.</u> , ¹ Debtors.	: : : : : : : :	Chapter 11 Case No. 08-35653-KRH (Jointly Administered)
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**ORDER AUTHORIZING AND APPROVING THE EMPLOYMENT OF PROTIVITI,
INC. AS FINANCIAL ADVISOR TO THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS RETROACTIVE TO NOVEMBER 18, 2008**

This Matter Came Before the Court on *the Application Of Official Committee Of Unsecured Creditors Of Circuit City Stores, Inc., For Order Under 11 U.S.C. §§ 1103 And 327 And Fed.R. Bankr. 2014 And 5002, Authorizing And Approving Retention And Employment, Nunc Pro Tunc, Of Protiviti, Inc. As Financial Advisor* (the “Application”) and the Verified Statement of Michael Atkinson filed in support of the Application (the “Atkinson Statement”) both filed by the Official Committee of Unsecured Creditors (the “Committee”) for approval of Protiviti, Inc.’s employment as financial advisor for the Committee in this case, pursuant to 11 U.S.C. § 1103(a), and Bankruptcy Rule 2014(a),

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of their respective federal tax identifications numbers are as follows: Circuit City Stores, Inc. (3875), Circuit City Stores West Coast, Inc. (0785), InterTAN, Inc. (0875), Ventoux International, Inc. (1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0841), CC Distribution Company of Virginia, Inc. (2821), Circuit City Properties, LLC (3353), Kinzer Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc. (6796), Sky Venture Corp. (0311), Prahs, Inc. (n/a), XSStuff, LLC (9263), Mayland MN, LLC (6116), Courchevel, LLC (n/a), Orbyx Electronics, LLC (3360), and Circuit City Stores PR, LLC (5512). The address for Circuit City West Coast is 9250 Sheridan Boulevard, Westminster, Colorado 80031. For all other Debtors, the address is 9950 Mayland Drive, Richmond, Virginia 23233.

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Proposed Counsel for the Official
Committee of Unsecured Creditors

Proposed Co-Counsel for the Official
Committee of Unsecured Creditors

And it appearing to the Court that the said Application should be approved, it is, therefore, ORDERED:

- A. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334.
- B. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).
- C. Notice of the Application (and service of the proposed order) was sufficient under the circumstances.
- D. The Application and the Atkinson Statement are in full compliance with all applicable provisions of the Bankruptcy Code, the Bankruptcy Rules and the Local Rules of this Court.
- E. Protiviti, Inc. does not hold or represent any interest materially adverse to the Committee, the Debtors' estate, or its creditors with respect to the matters upon which said law firm is to be engaged, and Protiviti, Inc, is a "disinterested person," as defined in § 101(14) of the Bankruptcy Code and as required by § 327(a) of the Bankruptcy Code.
- F. The retention and employment of Protiviti, Inc. in accordance with the Application and this Order is in the best interest of the Committee and the Debtors' estates.

IT IS HEREBY ORDERED THAT:

- 1. The Application is hereby APPROVED.
- 2. Capitalized terms not otherwise defined herein shall have the meanings given to them in the Application.
- 3. The Committee is authorized to retain and employ Protiviti, Inc. as its financial advisor, pursuant to §§ 327, 328 and 1103 of the Bankruptcy Code, retroactive to November 18, 2008.

4. Protiviti, Inc. shall be compensated for such services and reimbursed for any related expenses as provided in the Application, and in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and any additional procedures that may be established by this Court.

Dated: Jan 16 2009

/s/ Kevin Huennekens

Honorable Kevin R. Huennekens
United States Bankruptcy Judge

Entered on docket: 1/20/09

WE ASK FOR THIS:

/s/ Lynn L. Tavenner
Lynn L. Tavenner (VA Bar No. 30083)
Paula S. Beran (VA Bar No. 34679)
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Proposed Counsel for Official Committee of Unsecured
Creditors Holding Unsecured Claims

SEEN AND NO OBJECTION:

/s/ Robert B. Van Arsdale (permission by email on 1/15/09)
Robert B. Van Arsdale (VSB# 17483)
Assistant U.S. Trustee

Office of the U.S. Trustee
701 East Broad Street, Suite 4304
Richmond, VA 23219
(804) 771-2310
(804) 771-2330 (Facsimile)

CERTIFICATION

I hereby certify that the foregoing proposed Order has been either served upon or
endorsed by all necessary parties.

/s/ Lynn L. Tavenner

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CERTIFICATE OF NOTICE

District/off: 0422-7
Case: 08-35653

User: jafarbayj
Form ID: pdforder

Page 1 of 1
Total Served: 1

Date Rcvd: Jan 20, 2009

The following entities were served by first class mail on Jan 22, 2009.
+Office of the US Trustee, Attn: Robert Van Arsdale, 701 East Broad St., Ste. 4304,
Richmond, VA 23219-1849

The following entities were served by electronic transmission.
NONE.

TOTAL: 0

***** BYPASSED RECIPIENTS *****

NONE.

TOTAL: 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

I, Joseph Speetjens, declare under the penalty of perjury that I have served the attached document on the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 9): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Jan 22, 2009

Signature:

A handwritten signature in black ink, reading "Joseph Speetjens", written over a horizontal line.